

# **RULES OF THE NIBLICK HALL MANAGEMENT COMMITTEE INCORPORATED**

## **1. NAME**

The name of the Society shall be the Niblick Hall Management Committee Incorporated and the Society shall be registered under the provisions of the Incorporated Societies Act, 2022.

## **2. REGISTERED OFFICE**

The Registered Office shall be at such place, as the committee shall from time to time determine.

## **3. OBJECTS**

The objects for which the Society is established are: -

1. To manage the assets and liabilities taken over from a previously existing incorporated body known as the Titahi Bay Combined Building Committee.
2. To purchase, lease or otherwise acquire any freehold or leasehold estate or interest in land and/or buildings and to manage, improve, sell, let, hire, mortgage or otherwise deal with the same and to hold the same on such terms and for such lawful purposes as the committee shall from time to time decide.
3. To hold, construct, alter, repair, demolish, remove and otherwise use buildings of every kind in any lawful way.
4. To purchase, hire, and otherwise acquire and use chattels of every kind and purposes consistent with these rules.
5. To make available to members and to such other persons or bodies corporate or unincorporated as the committee shall from time to time determine all or part of lands, buildings and chattels being the property of the Society for such uses and purposes and upon such terms as payment of rent (if any), rendering of services, supply of materials or otherwise as the committee thinks fit.
6. To raise finance for the purposes of the Society by all lawful means (including the holding of entertainments and social gatherings of every kind, the organising of

raffles, collections and sales and the charging of fees, levies, subscriptions and hireage costs) and to hold and apply for the purposes of these rules any funds so raised.

7. To borrow money with or without security and on such terms as to repayment, interest payable and otherwise and in such sums as the committee shall from time to time determine and to apply such money for any purpose contained in or consistent with these rules.
8. To combine or associate with or support or assist any other person, firm, club, company, club or association in achieving any objects similar to or consistent with the objects of this Society and for such purpose to become a member of any such firm, company, club or association.
9. To remunerate any person or body for services rendered to the Society or for expenses incurred on its behalf.
10. To indemnify the committee members, agents or servants of the Society against any claim or demand made upon them in respect of all acts done by them in good faith in pursuance of these objectives whether such acts shall be strictly within the powers of the Society or not.
11. To institute, conduct, defend, compromise, refer to arbitration and abandon any legal or other proceedings by or against the Society or any officer of the Society or otherwise relating to the Society's affairs.
12. To enter negotiations, contracts and agreements and to rescind and vary the same and to do all such acts, deeds and things as may be considered by the committee to be in the interests of the Society including entering contacts of insurance to indemnify the Society against loss, damage and any other liability.

#### **4. MEMBERSHIP**

##### **1. INDIVIDUAL MEMBERS**

1. The Society may admit to membership any individuals deemed to be of good character who shall comply with its rules.

##### **2. CONSTITUENT MEMBERS**

1. The Society may admit to membership four private individuals nominated by such incorporated or unincorporated societies or clubs as the committee shall

from time to time decide provided that any such society shall by its constitution (if any) be open to any person of good character who shall comply with its rules. Those societies and clubs having nominees admitted to membership under this rule are referred to in these rules as the constituent societies.

## **5. ADMISSION TO MEMBERSHIP**

1. People can become members of the society
2. Members should not remain members if they are unable to endorse the objects of the society or by membership bring the society into disrepute
3. The Committee will determine the process for joining the society and approving membership

## **6. CESSATION OF MEMBERSHIP**

### **1. INDIVIDUAL MEMBERS**

1. Any member may withdraw from membership of this Society. Such resignation shall become effective upon such society delivering to this Society notice of resignation.

### **2. CONSTITUENT MEMBERS**

1. Any constituent society may by resolution carried out under its own rules withdraw its nominees from membership of this Society. Such resignation shall become effective upon such society delivering to this Society written notice of resignation and any subscriptions, fees, levies, rent or other monies of any kind then due or (at the discretion of the committee of this Society) to become due within three months following such notice.

## **7. RE-ADMISSION OF NOMINEES WITHDRAWN**

Any constituent society withdrawing its nominees under rule 6 shall be entitled to have its nominees re- admitted to membership at any time within five years upon written application and the payment of a maintenance fee being made to this Society. The maintenance fee shall be determined by the committee of this Society as representing the share of maintaining the assets of this Society (during the period between resignation and re-admission) which the resigning society would have been required to contribute had it not resigned. Determination of this fee shall be based on a pro-rate proportionment of actual maintenance costs during the period between resignation and re-admission.

## **8. SUSPENSION OR EXPULSION FROM MEMBERSHIP**

### **INDIVIDUAL MEMBERS**

1. Any member :-

- i. who fails to abide by the rules of the Society, and/or
- ii. who fails to carry out the instructions of the Executive Committee or the person for the time being appointed by the Executive Committee as being in charge of any activity, and
- iii. whose failure is, in the opinion of a two thirds majority of the Executive Committee, sufficiently serious to warrant such action and/or
- iv. whose conduct, in the opinion of a two-thirds majority of the Executive Committee, makes them unworthy of membership, may be asked to resign from membership of the Society.

Shall cease to be a member of the Society within 14 days of receipt of the request to resign.

#### CONSTITUENT MEMBERS

The committee of this Society is empowered to suspend or expel from the Society any member(s) whose nominating constituent society:

- 2. shall be wound up: or
- 3. is, in the opinion of the committee of this Society, no longer carrying on its functions; or
- 4. fails, for three calendar months after written demand, to make payment of any subscription, fee, levy or contribution due to the society or to comply with any other obligation under these rules.

#### **9. REVOCATION OF SUSPENSION OR EXPULSION**

The committee may revoke any suspension or expulsion made under rule 8(c) upon later compliance by the nominating constituent society of the member(s) suspended or expelled.

#### **10. APPEAL AGAINST EXPULSION**

Any member(s) expelled under rule 8 or the nominating constituent society of such member(s) may, within three calendar months of being notified of the expulsion, by notice in writing appeal to a general meeting of the members of this society and of all constituent societies and the decision of such meeting (with the chairperson having a casting vote) shall be final.

## **11. WITHDRAWAL OF MONIES AND RETURNS OF PROPERTY ON RESIGNATION, SUSPENSION OR EXPULSION**

Except at the discretion of the committee no member who resigns or is suspended or expelled from the Society shall be entitled to withdraw any monies contributed to or collected for this Society by such member or by the constituent society nominating such member. Any property of the Society in the possession or control of any member resigning, suspended or expelled shall, upon demand, be returned to the Society.

## **12. DISPUTES**

### **1. How complaint is made**

1. A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that —
  1. states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
  2. sets out the allegation to which the dispute relates and whom the allegation is against; and
  3. sets out any other information reasonably required by the society.
2. The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —
  1. states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
  2. sets out the allegation to which the dispute relates.
3. The information given under subclause 1b. or 2b. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the society's constitution.

### **2. Person who makes complaint has right to be heard**

1. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the society makes a complaint —
  1. the society has a right to be heard before the complaint is resolved or any outcome is determined; and
  2. an officer may exercise that right on behalf of the society.
3. Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if —
  1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  3. an oral hearing (if any) is held before the decision maker; and
  4. the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

### **3. Person who is subject of complaint has right to be heard**

1. This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent) —
  1. has engaged in misconduct; or
  2. has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
  3. has damaged the rights or interests of a member or the rights or interests of members generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the society, an officer may exercise the right on behalf of the society.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
  1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  4. an oral hearing (if any) is held before the decision maker; and
  5. the respondent's written statement or submissions (if any) are considered by the decision maker.

### **4. Investigating and determining dispute**

1. The society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

### **5. Society may decide not to proceed further with complaint**

Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if —

1. the complaint is trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
  1. that a member or an officer has engaged in material misconduct:
  2. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022:
  3. that a member's rights or interests or members' rights or interests generally have been materially damaged:
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or

5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
6. there has been an undue delay in making the complaint.

## **6. Society may refer complaint**

1. The society may refer a complaint to —
  1. a subcommittee or an external person to investigate and report; or
  2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

## **7. Decision makers**

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —

1. impartial; or
2. able to consider the matter without a predetermined view.

## **13.SUBSCRIPTION**

Each member shall pay such annual subscription (if any) as shall be fixed by the committee from time to time.

## **14.LEVIES AND CHARGES ON CONSTITUENT SOCIETIES**

In addition to or instead of such annual subscription (as the committee shall from time to time determine) each constituent society shall pay such levy to, or rent for the use of any land, building or chattels of, this Society as the committee shall fix.

## **15.EXECUTIVE OFFICERS**

The committee shall from time to time appoint from among its own members a Chairperson, a Secretary, A Treasurer and a Hireage Officer, provided that it should attempt to include fair representation of all the constituent societies. The committee may fill any casual vacancies arising among its officers and members from within its own

number or from other members of this Society or through the co-option of members of constituent societies.

## **16.COMMITTEE**

The policy and management of the affairs of the Society shall be vested in a committee that shall consist of the Officers appointed under clause 14 of these rules together with no more than four members from each constituent society and any number of individual members.

## **17.CALLING OF COMMITTEE MEETING**

The Chairperson and Secretary shall have the power to call a meeting from time to time but shall do so at the request of three committee members. Except in an emergency seven days notice shall be given to every member of the committee.

## **18.QUORUM FOR COMMITTEE MEETINGS**

A quorum for committee meetings shall be five members including, whenever possible, representatives of every constituent society and at least two members of the Executive. The Chairperson shall have both a deliberative and, if necessary in the event of an equality of votes, a casting vote.

## **19.EFFECT OF COMMITTEE RESOLUTIONS**

A resolution entered into the meeting minutes and agreed to by not less than two thirds of the committee members shall be valid and effectual as if passed at a properly called meeting provided that two days notice of such proposal shall first be given to every member of the committee.

## **20.COMMITTEE DELEGATIONS**

The committee shall from time to time delegate any of its powers (except this power of delegation) to one or more of its own members or to one or more members of the constituent society and may revoke such delegation at any time.

## **21.COMMITTEE RECORDS**



The committee shall keep full records of its transactions and of the business of the Society and shall supply each constituent society with an adequate number of such as will maintain knowledge of the affairs of the Society.

## **22.COMMITTEE RULES**

The committee may make rules (not inconsistent with these rules) for the control of the Society' affairs and the management of its property.

## **23.MANAGEMENT OF SOCIETY FUNDS**

The committee shall pay all of the Society's funds into account(s) in the name of the Society which shall be held at any branch of any recognised financial institution as is from time to time determined by the committee. Monies may be withdrawn on two signatures from among the Chairperson, Secretary and Treasurer.

## **24.FINANCIAL YEAR**

The committee shall from time to time fix the duration of the society's financial year.

## **25.COMMON SEAL**

The committee shall provide a common seal which shall be affixed to any document only by resolution of the committee and in the presence of two committee members. The Secretary shall have custody of the common seal.

## **26.GENERAL MEETINGS**

The committee may as and when it deems necessary and shall at the written request of any constituent society call a special general meeting of the membership of all constituent societies to discuss the Society's affairs. Twenty eight days written notice of any general meeting called shall be given by the Secretary of each constituent society. At least one such meeting, deemed to be the Annual General Meeting, shall be called in each calendar year at a date and time to be fixed by the committee. At the Annual General Meeting the

Chairperson shall report on the activities of this Society and the Treasurer will present an audited statement of this Society's financial affairs for the preceding financial year. The quorum for general meetings shall be eight members including, whenever possible, representatives of each constituent society. At general meetings voting shall be by show of

hands unless a secret ballot is called for. The resolutions of general meetings shall not be binding on the committee but shall guide in the conduct of the Society's affairs.

## **27.ALTERATIONS OF RULES**

The Society may alter these Rules by committee resolution carried by at least a two thirds majority and later confirmed by a simple majority at a general meeting called as laid down in rule 25. The notices calling any General Meeting at which resolutions altering the Rules are proposed shall specify in detail the business to be conducted.

## **28.WINDING-UP OF SOCIETY**

The Society may be wound up by resolution of its members at a General Meeting called and conducted as laid down in Rule 25 and held not earlier than 30 days after the passing of the resolution to be confirmed. The notices calling any General Meeting at which at which resolutions winding up the Society are proposed shall specify in detail the business to be conducted.

## **29.DISPOSAL OF ASSETS AT WIND-UP**

In the event that the Niblick Hall Management Committee Incorporated winds up for any reason its assets will be distributed equally between the remaining constituent societies.

## **30.RIGHTS OF SUSPENDED OR EXPELLED CONSTITUENT SOCIETY AT WIND- UP**

Any constituent society which has:-

1. applied for re-admission of its nominees under Rule 7 or
2. applied for revocation of suspension of its nominees under Rule 9 or
3. given (or may yet give) notice of appeal against expulsion of its nominees under Rule 10

shall be entitled to have such application or appeal determined prior to the committee distributing any balance of funds remaining at wind-up.

## **31.APPORTIONING OF MONIES DISTRIBUTED AT WIND-UP**

In apportioning monies to be distributed under Rule 28 the committee shall have a mind to:-

1. the length of time lapsed since each constituent society first had its nominees admitted to membership and

2. the financial contribution by way of fees, levies, subscription, maintenance costs, grants, loans and other monies made to this Society by each constituent society since its nominees were first admitted to membership and
3. any written contract made between this Society and any constituent society which relates to the distribution of monies or withdrawal of funds.

### **32.UNDISCHARGED LIABILITIES AND ASSETS TO PASS TO COUNCIL**

In the event of the dissolution of the Society all assets and liabilities of the Society which have not been disposed of or discharged under Rule 28 shall pass upon trust to the Porirua City Council which may:

1. retain control of and administer such assets, or dispose of these assets by public auction or private sale and use the assets or monies for
  1. such organisations in the Titahi Bay area of Porirua as are most similar in their objects to those formerly being constituent societies, or
  2. if no such organisations exist, for such organisations in Porirua City generally as are most similar to the former constituent societies, or
2. apply to the High Court of New Zealand as is provided for in the Incorporated Societies Act 2022 for a determination as to the disposal of assets or liabilities.

### **33.ADOPTION OF THESE RULES**

These rules were adopted as provided for in the Rules existing on that date at a General Meeting of this Society held on 22 May 1989. At the same time the rules of the previously- existing Titahi Bay Combined Building Committee were rescinded.